

<b>AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT</b>			1. CONTRACT ID CODE <div style="text-align: center;">12</div>		PAGE OF PAGES <div style="text-align: center;">1      3</div>		
2. AMENDMENT/MODIFICATION NO. <div style="text-align: center;">96</div>		3. EFFECTIVE DATE <div style="text-align: center;">December 4, 2006</div>		4. REQUISITION/PURCHASE REQ. NO. <div style="text-align: center;">See Page 2</div>		5. PROJECT NO. (If applicable)	
6. ISSUED BY Procurement Office George C. Marshall Space Flight Center National Aeronautics and Space Administration Marshall Space Flight Center, AL 35812		CODE <div style="text-align: center;">PS31-J</div>		7. ADMINISTERED BY (If other than Item 6) Jeffrey S. Jackson (256) 544-8935 Phone (256) 544-3223 Fax		CODE <div style="text-align: center;">PS31-J</div>	
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State, and Zip Code)  Science Applications International Corporation (SAIC) Company 6, Technology Services Company 10260 Campus Point Drive San Diego, CA 92121 c/o 6725 Odyssey Drive, Huntsville, AL 35806				(✓)		9A. AMENDMENT OF SOLICITATION NO.	
				X		9B. DATED (SEE ITEM 11)	
						10A. MODIFICATION OF CONTRACT/ORDER NO. <div style="text-align: center;">NNM04AA02C</div>	
						10B. DATED (SEE ITEM 13) <div style="text-align: right;">1/1/04</div>	
CODE    CAGE- 0T5L1		FACILITY CODE    SAP- 103429					

**11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS**

[ ] The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers [ ] is extended, [ ] is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:

(a) By completing Items 8 and 15 and returning \_\_\_\_\_ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

See Page 2

13. THIS ITEM APPLIES ONLY TO MODIFICATIONS OF CONTRACTS/ORDERS,  
IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

(✓)	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation data, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
X	D. OTHER (Specify type of modification and authority) FAR 43.103(b) and the "Limitation of Funds" clause

E. IMPORTANT: Contractor [ X ] is not, [ ] is required to sign this document and return \_\_\_\_\_ copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

	Negotiated Estimated Cost	Shared Savings Fee	Award Fee Earned	Potential Award Fee	Contract Value	Total Sum Allotted
Prev. Base Total	\$681,546,861	\$0	\$22,922,532	\$16,465,998	\$720,935,391	\$603,051,590
This Modification	\$0	\$0	\$0	\$0	\$0	(\$4,988,358)
Rev. Base Total	\$681,546,861	\$0	\$22,922,532	\$16,465,998	\$720,935,391	\$598,063,232

**SEE PAGE 2 FOR DESCRIPTION OF AMENDMENT/MODIFICATION**

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect

15A. NAME AND TITLE OF SIGNER (Type or print)		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Jeffrey S. Jackson, Contracting Officer	
15B. CONTRACTOR/OFFEROR	15C. DATE SIGNED	16B. UNITED STATES OF AMERICA	16C. DATE SIGNED
		BY	December 4, 2006
		<b>/s/ Jeffrey S. Jackson</b>	
(Signature of person authorized to sign)		(Signature of Contracting Officer)	

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT  
(continued)

Accounting and Appropriation Data

PLI 166 / ALI 31	(\$4,088,360)
PLI 152 / ALI 17	(\$ 449,999)
PLI 152 / ALI 18	<u>(\$ 449,999)</u>
TOTAL	(\$4,988,358)

The purpose of this modification is to deobligate an amount of \$4,988,358 in incremental funding, resulting in a revision of the funding coverage date to May 23, 2007. In addition, Estimated Cost and Fee is reallocated from the second six-month evaluation period (7/1/07 – 12/31/07) of Option Year 1 to the first evaluation period (1/1/07 – 6/30/07) to reflect the correct allocation resulting from agreement reached in Modification No. 94 dated November 17, 2006. This change is administrative in nature and does not change the total amounts of Option Year 1. Accordingly, NNM04AA02C is modified as follows:

- A. Clause B.2, Estimated Cost and Award Fee, is revised to reallocate \$64,023 in Estimated Cost and \$3,842 in Potential Award Fee from the second six-month evaluation period (7/1/07 – 12/31/07) of Option Year 1 to the first evaluation period (1/1/07 – 6/30/07) to reflect the correct allocation resulting from agreement reached in Modification No. 94 dated November 17, 2006. The total of Estimated Cost and Potential Award Fee for Option Year 1 remains unchanged. These amounts were agreed to for the definitization of SAIC proposal SAIC-P-022 entitled "Goddard Space Flight Center (GSFC) Network Security Support."
- B. Clause B.3, Award Fee for Service Contracts, is revised to reallocate \$3,842 in Potential Award Fee from the second six-month evaluation period (7/1/07 – 12/31/07) of Option Year 1 to the first evaluation period (1/1/07 – 6/30/07) to reflect the correct allocation resulting from agreement reached in Modification No. 94 dated November 17, 2006. The total Potential Award Fee for Option Year 1 remains unchanged. These amounts were agreed to for the definitization of SAIC proposal SAIC-P-022 entitled "Goddard Space Flight Center (GSFC) Network Security Support."

- C. Under Section B, Clause B.6, Contract Funding, the total amount allotted by the Government is decreased by \$4,988,358. The total amount obligated is therefore decreased from \$603,051,590 to \$598,063,232. This amount will be deleted from the Estimated Cost line. As a result of this action, the funded through date is revised to May 23, 2007. In addition, an amount of \$2,882 is reallocated from Estimated Cost to Provisional Award Fee in order to provisionally fund 75% of the Potential Award Fee for the periods 7/1/06 to 12/31/06 and 1/1/07 to 6/30/07. This will result in a net decrease in funding for Estimated Cost of \$4,991,240. Contractor billing of provisional award fee for any period shall not exceed 75% of the Potential Award Fee pool available for that period. Balance of fee shall be paid upon allocation of Earned Award Fee as determined by the UNITeS Fee Determination Official. This action will not result in a revised coverage date.
- D. The modification(s) made above are reflected in total on the change page(s) enclosed herewith. In order to reflect the change(s) made, the page(s) listed below are hereby deleted from, or added to, NNM04AA02C. Changes are indicated in either bolded text or by a vertical line in the right margin to indicate the specific area(s) of change.

Page(s) Deleted

B-2  
B-5  
B-8

Page(s) Added

B-2  
B-5  
B-8

- E. All other terms and conditions of NNM04AA02C remain unchanged.

B.2 ESTIMATED COST AND AWARD FEE

(a) The estimated cost and contract fees are as follows:

Contract Year	Period Covered	Estimated Cost	Shared Savings Fee	Earned Award Fee	Potential Award Fee
Base Year 1	1/1/04-6/30/04	\$ 47,472,018		\$2,696,331	\$0
Base Year 1	7/1/04 - 12/31/04	\$ 86,792,101		\$4,851,221	\$0
Base Year 2	1/1/05-6/30/05	\$ 87,948,919		\$4,910,402	\$0
Base Year 2	7/1/05 - 12/31/05	\$ 90,970,318		\$5,162,909	
Base Year 3	1/1/06-6/30/06	\$ 94,048,190		\$5,301,669	
Base Year 3	7/1/06 - 12/31/06	\$ 94,940,986			\$ 5,698,818 AF (\$4,331,102 SF) (\$1,367,716 OF)
<b>TOTAL Base</b>		\$502,172,532		\$22,922,532	\$5,698,818
Option Year 1	1/1/07-6/30/07	\$91,197,734			\$ 5,474,223 AF (\$4,160,409 SF) (\$1,313,814 OF)
Option Year 1	7/1/07 - 12/31/07	\$88,176,595			\$ 5,292,957 (\$4,022,647 SF) (\$1,270,310 OF)
<b>TOTAL Opt. 1</b>		\$179,374,329			\$10,767,180
Option Year 2	1/1/08-6/30/08				
Option Year 2	7/1/08 - 12/31/08				
<b>TOTAL Opt. 2</b>					
	<b>TOTAL</b>	\$681,546,861		\$22,922,532	\$16,465,998

\* AF denotes Award Fee

\*\* SF denotes Subjective Fee

\*\*\*OF denotes Objective Fee

(b) The estimated cost and award fees applicable to the base period and each option period are as follows:

CLIN	Qty.	Unit	Estimated Cost	Award Fee
<b>BASIC PERIOD</b> (January 1, 2004 thru December 31, 2006)				
001****	1	Job	\$502,172,532	\$28,621,350
			<u>Estimated Amount</u>	<u>Maximum Amount</u>
002	1	ID/R	\$0	\$1,500,000

\*\*\*\*The total of Estimated Cost, Earned Award Fee, and Potential Award Fee associated with CLIN 001 shall not be exceeded unless revised by bilateral contract modification.

(i) The amount of award fee which has been awarded pursuant to this clause, the potential award fee available for the period, and the period to which said fee applies is set forth below:

Contract Year	Period Covered	Earned Award Fee	Potential Award Fee
Base Year 1	1/1/04- 3/30/04	\$270,275	\$275,791 (1/1/04 to 3/30/04)
	3/31/04- 6/30/04	\$2,426,056	\$ 2,572,649 AF * (3/30/04 to 6/30/04) (\$1,955,213 SF)** (\$617,436 OF)***
Base Year 1	7/1/04 - 12/31/04	\$4,851,221	\$ 5,207,408 AF (\$3,957,630 SF) (\$1,249,778 OF)
Base Year 2	1/1/05-6/30/05	\$4,910,402	\$ 5,270,936 AF (\$4,005,911 SF) (\$1,265,025 OF)
Base Year 2	7/1/05 - 12/31/05	\$5,162,909	\$ 5,453,009 AF* (\$4,144,287 SF**) (\$1,308,722 OF***)
Base Year 3	1/1/06-6/30/06	\$5,301,669	\$ 5,645,252 AF (\$4,290,392 SF) (\$1,354,860 OF)
Base Year 3	7/1/06 - 12/31/06		\$ 5,698,818 AF (\$4,331,102 SF) (\$1,367,716 OF)
Option Year 1	1/1/07-6/30/07		\$ 5,474,223 AF (\$4,160,409 SF) (\$1,313,814 OF)
Option Year 1	7/1/07 - 12/31/07		\$ 5,292,957 (\$4,022,647 SF) (\$1,270,310 OF)
Option Year 2	1/1/08-6/30/08		
Option Year 2	7/1/08 - 12/31/08		

\* AF denotes Award Fee

\*\* SF denotes Subjective Fee

\*\*\*OF denotes Objective Fee

(End of Clause)

#### B.4 ALLOWABLE ITEMS OF COST (MSFC 52.242-90) (FEB 2001)

(a) In accordance with advance agreement between the Government and the Contractor for this contract, allowable costs for the items listed below are subject to the ceilings shown:

Ceilings on General And Administrative Costs-

(b)(4)



B.5 PREMIUM FOR SCHEDULED OVERTIME (MSFC--52.222-90) (FEB 2001)

Pursuant to the clause entitled "Payment for Overtime Premiums," the amount of overtime premium authorized shall not exceed the amount specified below for the indicated period.

(b)(4)

(End of clause)

B.6 CONTRACT FUNDING (1852.232-81) (JUN 1990)

(a) For purposes of payment of cost, exclusive of fee, in accordance with the Limitation of Funds clause, the total amount allotted by the Government to this contract is \$566,760,919. This allotment is for performance in all areas and covers the following estimated period of performance: contract award through May 23, 2007.

(b) An additional amount of \$31,302,313 is obligated under this contract for payment of fees.

(c) Recapitulation of funding is as follows:

	<u>Previous</u>	<u>This Action</u>	<u>Total</u>
Estimated Cost	\$571,752,159	(\$4,991,240)	\$566,760,919
Shared Savings Fee	\$0	\$0	\$0
Provisional Award Fee (Funded at 75%)	\$8,376,899	\$2,882	\$8,379,781
Award Fee Earned	<u>\$22,922,532</u>	<u>\$0</u>	<u>\$22,922,532</u>
Total Sum Allotted*	\$603,051,590	(\$4,988,358)	\$598,063,232

\*The contractor shall not expend an amount greater than the total of Estimated Cost, Earned Award Fee, and Potential Award Fee associated with CLIN 001 prior to January 1, 2007.

(End of clause)

B.7 INDEFINITE DELIVERY/REQUIREMENTS

(a) The completion effort (definite quantity) of this contract is considered to be those services negotiated for the estimated cost and fees for the basic contract period and each priced option period. Work that cannot be sufficiently identified, predetermined, or quantified is identified as Requirements work.

(b) Requirements work is specified as that effort that exceeds the performance bands specified in PWS sections 5.1, MSFC Applications and Web Services, and 3.9.4 and 5.10.4, Maintenance.